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JS-6

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11 Attorney for Defendants Raquel's
12 Cash N' Carry, LLC, Benjamin Luna,
and Robert Luna

14 UNITED STATES DISTRICT COURT
15 CENTRAL DISTRICT OF CALIFORNIA

16 Sanrio, Inc. and Disney Enterprises, Inc.,) Case No. CV14-03252 R (ASx)
17 v.) Plaintiffs,) CONSENT DECREE PURSUANT
18) Raquel's Cash N' Carry, LLC, Benjamin) TO STIPULATION
19 Luna, Robert Luna, Anita Luna, and Does)
20 1 - 10, inclusive,)
21 Defendants.)

23 The Court, having read and considered the Joint Stipulation for Entry of
24 Consent Decree that has been executed on behalf of Plaintiffs Sanrio, Inc. and Disney
25 Enterprises, Inc. (collectively "Plaintiffs") on the one hand, and Defendants Raquel's
26 Cash N' Carry, LLC, Benjamin Luna, and Robert Luna (collectively "Defendants"),
27 on the other hand, and good cause appearing therefore, hereby:
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1 ORDERS that this Consent Decree shall be and is hereby entered in the within
2 action as follows:

3) This Court has jurisdiction over the parties to this action and over the subject
4 matter hereof pursuant to 17 U.S.C. § 101 et seq., 15 U.S.C. § 1051 et seq., 28 U.S.C.
5 §§ 1331 and 1338, and 28 U.S.C. § 1367. Service of process was properly made
6 against Defendants.

7) Plaintiffs are the owners or exclusive licensees of all rights in and to the
8 copyright and trademark registrations listed in Exhibits “A” through “D,” attached
9 hereto and incorporated herein by this reference, and the copyrights associated with
10 the same (“Plaintiffs’ Properties”).

11) Plaintiffs have expended considerable resources in the creation and commercial
12 exploitation of Plaintiffs’ Properties on merchandise and in the enforcement of its
13 intellectual property rights in Plaintiffs’ Properties.

14) Plaintiffs have alleged that Defendants have made unauthorized uses of
15 Plaintiffs’ Properties or substantially similar likenesses or colorable imitations thereof.

16) Defendants and their agents, servants, employees and all persons in active
17 concert and participation with them who receive actual notice of the injunction are
18 hereby restrained and enjoined from:

19) a) Infringing Plaintiffs’ copyrights and trademarks in Plaintiffs’ Properties, either
20 directly or contributorily, in any manner, including generally, but not limited to
21 manufacturing, importing, distributing, advertising, selling, or offering for sale,
22 any unauthorized product which features any of Plaintiffs’ Properties
23 (“Unauthorized Products”), and, specifically:

24) i) Importing, manufacturing, distributing, advertising, selling, or
25 offering for sale, the Unauthorized Products or any other unauthorized
26 products which picture, reproduce, copy or use the likenesses of or
27 bear a substantial similarity to any of Plaintiffs’ Properties;

1 ii) Importing, manufacturing, distributing, advertising, selling, or
2 offering for sale, in connection thereto any unauthorized promotional
3 materials, labels, packaging or containers which picture, reproduce,
4 copy or use the likenesses of or bear a confusing similarity to any of
5 Plaintiffs' Properties;
6 iii) Engaging in any conduct that tends falsely to represent that, or is
7 likely to confuse, mislead or deceive purchasers, Defendants'
8 customers and/or members of the public to believe, the actions of
9 Defendants, the products sold or offered by Defendants, or
10 Defendants themselves are connected with Plaintiffs, are sponsored,
11 approved or licensed by Plaintiffs, or are affiliated with Plaintiffs; or
12 iv) Affixing, applying, annexing or using in connection with the
13 importation, manufacture, distribution, advertising, selling, offering
14 for sale, or other use of any goods or services, a false description or
15 representation, including words or other symbols, tending to falsely
16 describe or represent such goods as being those of Plaintiffs.

17 6) Each side shall bear its own fees and costs of suit.
18 7) This Consent Decree shall be deemed to have been served upon Defendants at
19 the time of its execution by the Court.
20 8) The Court finds there is no just reason for delay in entering this Consent Decree
21 and, pursuant to Rule 54(a) of the Federal Rules of Civil Procedure, the Court
22 directs immediate entry of this Consent Decree against Defendants.
23 9) The Court shall retain jurisdiction of this action to entertain such further
24 proceedings and to enter such further orders as may be necessary or appropriate
25 to implement and enforce the provisions of this Consent Decree.
26 10) The above-captioned action, shall, upon filing by Plaintiffs of the Settlement
27 Agreement, Stipulation for Entry of Judgment and Judgment Pursuant to
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1 Stipulation, and requesting entry of judgment against Defendants, be reopened
2 should Defendants default under the terms of the Settlement Agreement or this
3 Consent Decree.

4 11) This Court shall retain jurisdiction over Defendants for the purpose of making
5 further orders necessary or proper for the construction or modification of this
6 consent decree and judgment; the enforcement hereof; the punishment of any
7 violations hereof; and for the possible entry of a further Judgment Pursuant to
8 Stipulation in this action.
9 12) Except as provided herein, all claims alleged in the Complaint are dismissed
10 with prejudice.

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12 Dated: September 9, 2014
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15 Hon. Manuel L. Real
United States District Judge

16 Presented By:
17 J. Andrew Coombs, A Prof. Corp.

18 By: _____
19 J. Andrew Coombs
Annie S. Wang
20 Attorneys for Plaintiffs
Sanrio, Inc. and Disney Enterprises, Inc.

22 Gibbs Giden Locher Turner Senet & Wittbrodt, LLP
23

24 By: _____
25 Philip C. Zvoncek
Attorney for Defendants
Raquel's Cash N' Carry, LLC, Benjamin Luna,
26 and Robert Luna

EXHIBIT A**SANRIO CO.'S COPYRIGHTED DESIGNS**

Copyright Registration	Title of Work (Character)	Type of Work
TX 3-769-888	SANRIO 1993 Product and Sales Promotion Catalog	Literary Work
VAu 684-322	Sanrio 2005 Character Guide	Graphic Artwork
VA 1-303-874	Character Merchandising	Collective work of artwork, text and photos
VA 1-296-115	2004 – 100 Characters	Graphic Artwork
VA 811-440	Bad Badtz Maru	Graphic Artwork
VAu 498-617	Chococat	Art original
VA 130-420	Hello Kitty	Graphic Artwork
VA 636-579	KeroKeroKeroppi	Sticker Book
VA 707-212	KeroKeroKeroppi	Pictorial Cartoon Drawing
VA 246-421	Little Twin Stars	Stickers
VA 840-495	Monkichi	Graphic Artwork
VA 130-419	My Melody	Graphic Artwork
VA 130-421	Patty & Jimmy	Graphic Artwork
VA 636-582	Pekkle	Graphic Artwork
VA 840-496	Picke Bicke	Graphic Artwork
VA 636-580	Pochaco	Sticker Book
VA 148-625	Tuxedo Sam	Stickers
VA 840-494	Winkipinki	Graphic Artwork
VA 636-581	Zashikibuta	Stickers
VA 1-352-721	Keroppi / Little Frog...Big Splash	Visual Material
Vau 1-078-385	Sanrio 2010 Character Guide	Visual Material
VA 1-342-775	SANRIO 2002 HELLO KITTY STYLE GUIDE	Visual Material
VA 657-748	KOBUTA NO PIPPO	Visual Material
VA 1-342-774	SANRIO 2005 KEROPPI STYLE GUIDE	Visual Material
Vau 655-028	THE RUNABOUTS - 2001	Visual Material
VA 1-416-374	TENORIKUMA(BLUE CAFE), MY MELODY(HEART), KUROMI(KUROMI5), CHARMMY KITTY(RABBIT), HELLO KITTY(LOGO) EVERYDAY CAT.JUNE 2006	Visual Material
VA 1-416-375	MASYUMARU(INTRO); CINNAMOROLL(SPORT); SUGARBUNNIES(DOUGHNUTS); CHARMMYKITTY(RABBIT); LITTLE TWIN STARS(STARS); HELLO KITTY(BEAR); EVERYDAY CATALOG JULY 2006	Visual Material

1	VA 1-370-020	PANDAPPLE(INTRO), FROOLIEMEW(FANCY), CHOCOCAT(DOT)/SANRIO 2005 PRODUCT CATALOG AUG NEW	Visual Material
2	VA 1-303-873	DOKIDOKI HOTDOG / THE CHILI PEPPER TRIO / CATALOG EVERYDAY 5 MAY 2003	Visual Material

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EXHIBIT B**SANRIO'S TRADEMARKS**

Trademark	Mark Drawing Code	Trademark Registration No.	Trademark Registration Date
Chococat	Design Plus Words, Letters, and/or Numbers	2,842,707	5/18/04
Chococat	Design Plus Words, Letters, and/or Numbers	2,707,592	4/15/03
Chococat	Design Plus Words, Letters, and/or Numbers	2,705,164	4/8/03
Chococat	Design Plus Words, Letters, and/or Numbers	2,714,130	5/6/03
Chococat	Design Plus Words, Letters, and/or Numbers	2,952,043	5/17/05
Chococat	Design Plus Words, Letters, and/or Numbers	2,845,315	5/25/04
Hello Kitty	Design Only	1,200,083	7/6/82
Hello Kitty	Design Only	1,277,721	5/15/84
Hello Kitty	Typed Drawing	1,215,436	11/9/82
Hello Kitty	Typed Drawing	1,279,486	5/29/84
Hello Kitty	Typed Drawing	1,391,550	4/29/86
Hello Kitty	Design Only	1,370,105	11/12/85
Keroppi	Standard Character Mark	3,531,383	11/11/08
Keroppi	Standard Character Mark	3,531,382	11/11/08
Keroppi	Standard Character Mark	3,181,349	12/5/06
Keroppi	Standard Character Mark	3,436,548	5/27/08
Keroppi	Standard Character Mark	3,181,348	12/5/06
Keroppi	Standard Character Mark	3,181,347	12/5/06

1	Keroppi	Standard Character Mark	3,449,938	6/17/08
2	Keroppi	Standard Character Mark	3,531,381	11/11/08
3	Keroppi	Standard Character Mark	3,531,380	11/11/08
4	Keroppi	Standard Character Mark	3,423,288	5/6/08
5	Keroppi	Standard Character Mark	3,181,345	12/5/06
6	Little Twin Stars	Typed Drawing	1,341,864	6/18/85
7	Little Twin Stars	Typed Drawing	1,192,946	4/6/82
8	Little Twin Stars	Standard Character Mark	3,245,998	5/29/07
9	Little Twin Stars	Standard Character Mark	3,245,997	5/29/07
10	Little Twin Stars	Standard Character Mark	3,245,994	5/29/07
11	Little Twin Stars	Standard Character Mark	3,245,993	5/29/07
12	Little Twin Stars	Standard Character Mark	3,245,992	5/29/07
13	Little Twin Stars	Standard Character Mark	3,245,991	5/29/07
14	Monkichi	Standard Character Mark	3,699,381	10/20/09
15	My Melody	Typed Drawing	1,305,637	11/20/84
16	My Melody	Typed Drawing	1,210,192	9/28/82
17	Pekkle	Typed Drawing	2,053,346	4/15/97
18	Pochacco	Typed Drawing	2,236,507	4/6/99
19	Pochacco	Typed Drawing	1,985,358	7/9/96
20	Sanrio	Design Plus Words, Letters, and/or Numbers	2,506,705	11/13/01
21	Sanrio	Typed Drawing	2,506,577	11/13/01
22	Sanrio	Design Plus Words, Letters,	2,721,680	6/3/03

1		and/or Numbers		
2	Sanrio	Design Plus Words, Letters, and/or Numbers	2,742,381	7/29/03
3	Sanrio	Design Plus Words, Letters, and/or Numbers	2,721,679	6/3/03
4	Sanrio	Design Plus Words, Letters, and/or Numbers	2,693,639	3/4/03
5	Sanrio	Design Plus Words, Letters, and/or Numbers	2,696,063	3/11/03
6	KEROKEROKEROPPI	Standard Character Mark	3,531,378	11/11/2008
7	KEROKEROKEROPPI	Standard Character Mark	3,531,376	11/11/2008
8	Bow	Design only	3,260,857	7/10/2007
9	Bow	Design only	3,359,800	12/25/2007
10	Bow	Design only	3,359,801	12/25/2007
11	Bow	Design only	3,272,377	7/31/2007
12	Bow	Design only	3,260,860	7/10/2007
13	Bow	Design only	3,362,512	1/1/2008
14	Bow	Design only	3,348,608	12/4/2007
15	Bow	Design only	3,249,704	6/5/2007
16	Bow	Design only	3,362,514	1/1/2008
17	Bow	Design only	3,359,799	12/25/2007
18	Bow	Design only	3,260,858	7/10/2007
19	Bow	Design only	3,445,304	6/10/2008
20	Bow	Design only	3,260,859	7/10/2007
21	Bow	Design only	3,359,802	12/25/2007

1	Bow	Design only	3,260,861	7/10/2007
2	Bow	Design only	3,253,794	6/19/2007
3	Outline of Hello Kitty	Design only	3,666,736	8/11/2009
4	Outline of Hello Kitty	Design only	3,756,724	3/9/2010
5	Outline of Hello Kitty	Design only	3,751,315	2/23/2010
6	Outline of Hello Kitty	Design only	3,868,138	10/26/2010
7	Outline of Hello Kitty	Design only	3,756,725	3/9/2010
8	Outline of Hello Kitty	Design only	3,666,736	8/11/2009
9	Outline of Hello Kitty	Design only	3,679,187	9/8/2009
10	Outline of Hello Kitty	Design only	3,865,208	10/19/2010
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EXHIBIT C**DEI'S COPYRIGHTED DESIGNS**

Copyright Registration	Title of Work (Character)	Type of Work
VA 58 937	Mickey - 1 (Mickey Mouse)	Model Sheet
VA 58 938	Minnie - 1 (Minnie Mouse)	Model Sheet
Gp 80 184	Donald Duck	Publications Model Sheet
VA 58 933	Daisy - 1 (Daisy Duck)	Model Sheet
VA 58 936	Goofy -1 (Goofy)	Model Sheet
Gp 80 192	Pluto	Publications Model Sheet
VAu 64 814	Baby Mickey	Model Sheet
VAu 64 814	Baby Minnie	Model Sheet
VAu 73 216	Baby Donald Duck	Model Sheet
VAu 73 217	Baby Daisy Duck	Model Sheet
VAu 83 225	Baby Goofy	Model Sheet
VAu 73 219	Baby Pluto	Model Sheet
R 48 971	Disney's Uncle Scrooge in Only a Poor Old Man	Comic Strip
RE 424 728	Walt Disney's Ludwig von Drake	Comic Strip
Gp 105 126	Horace Horsecollar	Model Sheet
R 567 615	Chip	Model Sheet
R 567 614	Dale	Model Sheet
VA 184 345	Huey, Dewey & Louie -1	Model Sheet
Gp 105 128	Clarabelle Cow	Model Sheet
RE 636 587	Winnie the Pooh and the Honey Tree	Motion Picture
RE 718 378	Winnie the Pooh and the Blustery Day	Motion Picture
VA 58 940	Pooh - 1 (Winnie the Pooh)	Model Sheet
Gp 81 528	Rabbit	Publications Model Sheet
Gp 81 528	Owl	Publications Model Sheet
Gp 85 651	Kanga and Roo	Publications Model Sheet
Gp 81 528	Eeyore	Publications Model Sheet
Gp 81 528	Piglet	Publications Model Sheet
Gp 81 528	Gopher	Publications Model Sheet
Gp 81 527	Tigger	Publications Model Sheet
R 354 235	Snow White and the Seven Dwarfs	Motion Picture
R 346 870	Bashful	Drawings
R 346 869	Doc	Drawings
R 346 875	Dopey	Drawings
R 346 876	Grumpy	Drawings

1	R 346 871	Happy	Drawings
2	R 346 874	Sleepy	Drawings
3	R 346 873	Sneezy	Drawings
4	R 346 872	Snow White	Drawings
5	R 346 868	Snow White "Witch"	Drawings
6	R 406 910	Pinocchio	Motion Picture
7	Gp 80 186	Pinocchio	Publications Model Sheet
8	Gp 80 188	Jiminy Cricket	Publications Model Sheet
9	R 427 860	Fantasia	Motion Picture
10	R 433 627	The Reluctant Dragon	Motion Picture
11	R 442 538	Dumbo	Motion Picture
12	R 428 428	Dumbo Suggestions for Dumbo	Drawing
13	R 428 420	Mother Elephant Suggestions for "Dumbo"	Drawing
14	R 428 430	Dumbo Ringmaster Suggestions 1348	Drawing
15	R 428 427	Dumbo - Stork Suggestions	Drawing
16	R 428 426	Timothy Mouse Suggestions	Drawing
17	R 428 432	Dumbo "Miscellaneous Crows" - 2006	Drawing
18	R 458 260	Bambi	Motion Picture
19	R 433 645	Bambi - Bambi	Drawing
20	R 433 630	Bambi - Final Thumper Model - 2002	Drawing
21	R 433 631	Bambi - Skunk Model - 2002	Drawing
22	R 433 636	Bambi - Owl and Stag Models	Drawing
23	R 433 632	Faline "Adolescent Age"	Drawing
24	R 433 633	Bambi's Mother	Drawing
25	R 467 541	Saludos Amigos	Motion Picture
26	R 464 785	Joe Carioca	Drawing
27	R 516 560	The Three Caballeros	Motion Picture
28	R 550 316	Make Mine Music	Motion Picture
29	R 557 922	Song of the South	Motion Picture
30	R 548 629	Brer Rabbit	Drawing
31	R 548 626	Brer Bear	Drawing
32	R 577 489	Fun and Fancy Free	Motion Picture
33	R 605 180	Melody Time	Motion Picture
34	R 636 303	The Adventures of Ichabod & Mr. Toad	Motion Picture
35	R 648 396	Cinderella	Motion Picture
36	R 632 319	Cinderella	Copyright Booklet
37	R 632 319	Drizella	Copyright Booklet
38	R 632 319	Anastasia	Copyright Booklet
39	R 632 319	Stepmother	Copyright Booklet
40	R 632 319	Fairy Godmother	Copyright Booklet
41	R 632 319	Prince	Copyright Booklet
42	R 632 319	Bruno, the Dog	Copyright Booklet
43	R 632 319	Lucifer, the Cat	Copyright Booklet
44	R 632 319	Jaq and Gus	Copyright Booklet
45	RE 27 746	Alice in Wonderland	Motion Picture
46	VA 58 920	Alice - 1 (Alice)	Model Sheet

1	VA 58 919	Alice - 2 (The White Rabbit)	Model Sheet
2	VA 58 921	Alice - 3 (Queen of Hearts)	Model Sheet
3	VA 58 922	Alice - 4 (Cheshire Cat)	Model Sheet
4	VA 58 923	Alice - 5 (Caterpillar)	Model Sheet
5	VA 58 924	Alice - 6 (Tweedledee and Tweedledum)	Model Sheet
6	VA 58 922	March Hare	Model Sheet
7	VA 58 922	Mad Hatter	Model Sheet
8	RE 64 027	Peter Pan	Motion Picture
9	RE 66 285	Peter Pan	Coloring Book
10	RE 66 285	Tinkerbell	Coloring Book
11	RE 66 285	Captain Hook	Coloring Book
12	RE 66 285	Mr. Smee	Coloring Book
13	RE 66 285	Nana	Coloring Book
14	RE 162 852	Lady and the Tramp	Motion Picture
15	RE 101 764	Lady	Previews of Pictures
16	RE 101 764	Tramp	Previews of Pictures
17	RE 296 296	Sleeping Beauty	Motion Picture
18	RE 246 671	Princess Aurora	Book
19	RE 246 671	Prince Phillip	Book
20	RE 246 671	Maleficent/Dragon	Book
21	RE 370 901	One Hundred and One Dalmatians	Motion Picture
22	RE 546 478	The Sword in the Stone	Motion Picture
23	RE 557 357	Archimedes	Copyright Booklet
24	RE 557 357	Merlin	Copyright Booklet
25	RE 557 357	Wart/Arthur	Copyright Booklet
26	RE 557 357	Madame Mim	Copyright Booklet
27	RE 571 201	Mary Poppins	Motion Picture
28	RE 705 510	The Jungle Book	Motion Picture
29	RE 679 798	Mowgli	Drawing
30	RE 679 799	Baloo	Drawing
31	RE 679 795	Bagheera	Drawing
32	RE 679 805	King Louie	Drawing
33	RE 679 797	Kaa	Drawing
34	RE 679 807	Shere Khan	Drawing
35	Lp 38 283	The Aristocats	Motion Picture
36	Gu 44 754	O'Malley	Drawing
37	Gu 44 750	Duchess	Drawing
38	Gu 44 748	Edgar	Drawing
39	Gu 44 745	Roquefort	Drawing
40	VA 1-099-033	Marie Valentine Spring 2002	Style Guide
41	Lp 39 817	Bedknobs and Broomsticks	Motion Picture
42	Gu 46 904	Crocky	Drawing
43	Gu 46 908	Sailor Bear	Drawing
44	Gu 46 906	Codfish	Drawing
45	Gu 46 917	Secretary Bird	Drawing
46	LP 42 905	Robin Hood	Motion Picture
47	Gu 46 582	Robin Hood	Drawing

1	Gu 46 583	Little John	Drawing
2	Gu 46 584	Sir Hiss	Drawing
3	Gu 47 230	Sheriff of Nottingham	Drawing
4	Gu 47 762	Friar Tuck	Drawing
5	Gu 46 585	Prince John	Drawing
6	Gu 50 764	Maid Marion	Drawing
7	Gu 50 763	Lady Cluck	Drawing
8	Lp 49 678	The Rescuers	Motion Picture
9	Gp 96 289	Miss Bianca	Drawing
10	Gp 96 286	Orville	Drawing
11	Gp 96 288	Madame Medusa	Drawing
12	Gp 96 287	Bernard	Drawing
13	Gp 103 814	Penny	Drawing
14	Gu 57 278	Rufus	Drawing
15	Gu 56 625	Evinrude	Drawing
16	PA 1 371	Pete's Dragon	Motion Picture
17	Gp 111 695	Elliott the Dragon	Drawing
18	PA 125 861	The Fox and the Hound	Motion Picture
19	VAu 10 933	Todd (Young)	Drawing
20	VAu 10 930	Copper (Pup)	Drawing
21	VAu 10 936	Vixey	Drawing
22	VAu 10 928	Big Mama	Drawing
23	VAu 12 417	Dinky	Drawing
24	VAu 12 418	Boomer	Drawing
25	VAu 12 415	Squeeks	Drawing
26	PA 252 525	The Black Cauldron	Motion Picture
27	VAu 24 517	Eilonwy	Drawing
28	VAu 29 561	Ffleiddur	Drawing
29	VAu 24 518	Gurgi	Drawing
30	VAu 24 070	Hen Wen	Drawing
31	VAu 24 592	The Horned King	Drawing
32	VAu 24 519	Taran	Drawing
33	VAu 47 075	Orddu	Drawing
34	VAu 47 073	Orgoch	Drawing
35	VAu 47 074	Orwen	Drawing
36	PA 290 808	The Great Mouse Detective	Motion Picture
37	VAu 76 103	Basil 185-126	Model Sheet
38	VAu 76 102	Dr. Dawson 1284-80	Model Sheet
39	VAu 81 570	Olivia	Model Sheet
40	VAu 76 100	Ratigan 285-166	Model Sheet
41	VAu 81 572	Fidget	Model Sheet
42	VAu 81 571	Flaversham	Model Sheet
43	VAu 86 112	Felicia - Clean Up Model 0238	Model Sheet
44	VAu 76 104	Toby 285-170	Model Sheet
45	VAu 85 019	Mrs. Judson	Model Sheet
46	VAu 85 021	Queen Victoria	Model Sheet
47	VAu 85 022	Bartholomew	Model Sheet
48	PA 385 556	Oliver and Company	Motion Picture
49	VAu 104 921	Dodger Construction Sheets	Model Sheet

1	VAu 104 920	Einstein Construction Sheets	Model Sheet
2	VAu 104 919	Frances Construction Sheets	Model Sheet
3	VAu 104 916	Rita Construction Sheets	Model Sheet
4	VAu 109 377	Oliver Rough Model	Model Sheet
5	VAu 109 379	Tito - Ruff Model	Model Sheet
6	VAu 119 949	How to Draw Georgette	Model Sheet
7	PA 431 543	The Little Mermaid	Motion Picture
8	VAu 123 355	Ariel 9-9-87 Ruff (Ariel)	Drawings
9	VAu 123 351	Scuttle	Drawings
10	VAu 123 354	Ruff Sebastian 9-4-87 (Sebastian)	Drawings
11	VAu 123 348	Ruff Ursula 9-9-87 (Ursula)	Drawings
12	VAu 123 352	Prince Eric	Drawings
13	VAu 123 350	Triton	Drawings
14	VAu 123 353	Flotsam/Jetsam	Drawings
15	VAu 123 349	Flounder	Drawings
16	PAu 1 024 341	DuckTales	Motion Picture
17	VAu 101 067	Launchpad McQuack	Pamphlet of Drawings
18	VAu 101 067	Webby	Pamphlet of Drawings
19	VAu 101 067	Doofus	Pamphlet of Drawings
20	VAu 101 067	Mrs. Beakley	Pamphlet of Drawings
21	VAu 101 067	Duckworth	Pamphlet of Drawings
22	PA 486 535	The Rescuers Down Under	Motion Picture
23	VAu 161 749	Cody	Model Sheets
24	VAu 155 884	Jake (Rough Models)	Model Sheets
25	VAu 155 844	McLeach (Rough Model)	Model Sheets
26	VAu 170 264	Marahute (Rough Model)	Model Sheets
27	PA 542 647	Beauty and the Beast	Motion Picture
28	VAu 200 866	Belle (Beauty and the Beast)	Artwork
29	VAu 210 914	Beast	Licensing Kit
30	VAu 194 311	Maurice (Beauty and the Beast)	Artwork
31	VAu 199 855	Mrs. Potts (Beauty and the Beast)	Artwork
32	VAu 200 868	Cogsworth (Beauty and the Beast)	Artwork
33	VAu 194 310	Lumiere (Beauty and the Beast)	Artwork
34	VAu 201 337	Chip (Beauty and the Beast)	Artwork
35	VAu 194 307	Gaston (Beauty and the Beast)	Artwork
36	VAu 194 309	LeFou (Beauty and the Beast)	Artwork
37	VAu 199 856	Phillipe (Beauty and the Beast)	Artwork
38	VAu 200 869	Featherduster (Beauty and the Beast)	Artwork
39	PA 583 905	Aladdin	Motion Picture
40	VAu 215 432	Aladdin - Aladdin	Model Sheet
41	VAu 215 453	Aladdin - Genie	Model Sheet
42	VAu 215 793	Aladdin - Abu	Model Sheet
43	VAu 218 349	Aladdin - Iago	Model Sheet
44	VAu 230 534	Aladdin - Rasoul	Model Sheet
45	VAu 218 348	Aladdin - The Sultan	Model Sheet

1	VAu 230 533	Aladdin - Jafar	Model Sheet
2	VAu 221 841	Aladdin - Jasmine	Model Sheet
3	VAu 221 842	Aladdin - Jafar as Beggar	Model Sheet
4	VAu 232 164	Aladdin - Narrator	Model Sheet
5	PA 659 979	The Lion King	Motion Picture
6	VAu 246 448	The Lion King - Mufasa	Model Sheet
7	VAu 245 946	The Lion King - Sarabi	Model Sheet
8	VAu 246 447	The Lion King - Simba	Model Sheet
9	VAu 246 440	The Lion King - Young Simba	Model Sheet
10	VAu 246 438	The Lion King - Nala	Model Sheet
11	VAu 246 664	The Lion King - Young Nala	Model Sheet
12	VAu 245 947	The Lion King - Rafiki	Model Sheet
13	VAu 245 945	The Lion King - Shenzi, Banzai & Ed	Model Sheet
14	VAu 246 437	The Lion King - Pumbaa	Model Sheet
15	VAu 245 662	The Lion King - Timon	Model Sheet
16	VAu 246 446	The Lion King - Scar	Model Sheet
17	VA 611 201	Zazu	Licensing Kit
18	PA 720 179	Pocahontas	Motion Picture
19	VAu 262 859	Pocahontas - Pocahontas Standing	Artwork
20	VAu 261 970	Pocahontas - Powhatan	Artwork
21	VAu 261 967	Pocahontas - Percy	Artwork
22	VAu 302 884	Pocahontas - John Smith	Artwork
23	VAu 302 886	Pocahontas - Meeko the Raccoon	Artwork
24	VAu 302 883	Pocahontas - Flit the Hummingbird	Artwork
25	VAu 300 559	Pocahontas - Ratcliffe	Artwork
26	VAu 302 885	Pocahontas - Grandmother Willow	Artwork
27	PA 765 713	Toy Story	Motion Picture
28	VAu 337 565	Toy Story - Woody	Artwork
29	VAu 337 566	Toy Story - Buzz Lightyear	Artwork
30	VAu 337 567	Toy Story - Hamm	Artwork
31	VAu 337 568	Toy Story - Rex	Artwork
32	VAu 337 569	Toy Story - Bo Peep Lamp and Sheep	Artwork
33	VAu 337 186	Toy Story - Lenny	Artwork
34	VAu 273 627	Toy Story - Mom	Artwork
35	VAu 348 598	Toy Story - Andy	Artwork
36	VAu 348 599	Toy Story - Hannah	Artwork
37	PA 795 221	The Hunchback of Notre Dame	Motion Picture
38	VAu 336 992	The Hunchback of Notre Dame - Quasimodo	Model Sheet
39	VAu 332 434	The Hunchback of Notre Dame - Esmeralda	Model Sheet
40	VAu 336 056	The Hunchback of Notre Dame - Phoebus	Model Sheet
41	VAu 336 057	The Hunchback of Notre Dame - Djali	Model Sheet
42	VAu 343 663	The Hunchback of Notre Dame - Gargoyles	Model Sheets
43	VAu 336 058	The Hunchback of Notre Dame - Clopin	Model Sheet
44	VAu 336 059	The Hunchback of Notre Dame - Frollo	Model Sheet

1	VAu 336 878	The Hunchback of Notre Dame - Will Doll/Sam Doll	Model Sheet
2	PA 670 961	Hercules	Motion Picture
3	VAu 369 603	Hercules - Hercules	Model Sheets
4	VAu 369 600	Hercules - Baby Hercules	Model Sheets
5	VAu 367 973	Hercules - Meg	Model Sheets
6	VAu 369 605	Hercules - Pegasus	Model Sheets
7	VAu 369 598	Hercules - Baby Pegasus	Model Sheets
8	VAu 367 965	Hercules - Phil	Model Sheets
9	VAu 367 964	Hercules - Hades	Model Sheets
10	VAu 367 969	Hercules - Pain	Model Sheets
11	VAu 375 850	Hercules - Panic	Model Sheets
12	VAu 377 944	Hercules - Hydra Head	Model Sheet
13	PA 799 025	Mulan	Motion Picture
14	VA 849 510	Mulan	Style Guide
15	VAu 379 045	The Legend of Mulan - Mulan	Model Sheets
16	VAu 379 027	The Legend of Mulan - Mulan as Ping	Model Sheets
17	VAu 379 021	The Legend of Mulan - Mushu	Model Sheets
18	VAu 379 024	The Legend of Mulan - Shang	Model Sheets
19	VAu 378 480	The Legend of Mulan - Kahn	Model Sheets
20	VAu 381 069	The Legend of Mulan - Cricket	Model Sheets
21	PA 901 890	A Bug's Life*	Motion Picture
22	VA 875 986	A Bug's Life*	Style Guide
23	VAu 399 357	Flik*	Model Sheets
24	VAu 399 356	Hopper*	Model Sheets
25	VAu 399 351	Atta*	Model Sheets
26	VAu 399 349	Dot*	Model Sheets
27	VAu 399 343	Dim*	Model Sheets
28	VAu 399 352	Tuck & Roll*	Model Sheets
29	VAu 399 350	Francis*	Model Sheets
30	VAu 399 348	Heimlich*	Model Sheets
31	VAu 399 353	Slim*	Model Sheets
32	VAu 399 342	Rosie*	Model Sheets
33	VAu 399 346	P.T. Flea*	Model Sheets
34	VAu 399 345	Manny*	Model Sheets
35	VAu 399 344	Gypsy*	Model Sheets
36	VAu 399 347	Thumper*	Model Sheets
37	VAu 399 354	Molt*	Model Sheets
38	VAu 399 355	Queen*	Model Sheets
39	PA 959 870	Toy Story 2*	Motion Picture
40	VAu 414 563	Toy Story 2 - Al's Car*	Model Sheet
41	VAu 405 573	Toy Story 2 - Bullseye*	Model Sheet
42	VAu 406 700	Toy Story 2 - Coffee Table*	Model Sheet
43	VAu 407 195	Toy Story 2 - Cushy Chair*	Model Sheet
44	VAu 405 571	Toy Story 2 - Emporer Zurg*	Model Sheet
45	VAu 405 572	Toy Story 2 - Jessie*	Model Sheet
46	VAu 405 197	Toy Story 2 - L'il Y yuppie*	Model Sheet
47	VAu 405 574	Toy Story 2 - Prospector*	Model Sheet
48	VAu 407 196	Toy Story 2 - Wood Chair*	Model Sheet
49	VA960 902	Toy Story 2 - Style Guide*	Style Guide

1	PA 974 011	Dinosaur	Motion Picture
2	VAu 486 473	Aladar	Model Sheet
3	VAu 486 477	Baylene	Model Sheet
4	VAu 486 476	Bruton	Model Sheet
5	VAu 486 478	Eema	Model Sheet
6	VAu 486 475	Kron	Model Sheet
7	VAu 486 474	Neera	Model Sheet
8	VAu 486 472	Plio	Model Sheet
9	VAu 486 479	Suri	Model Sheet
10	VAu 486 471	Yar	Model Sheet
11	VA 996 530	Dinosaur - Phase I	Style Guide
12	VA 992 942	Dinosaur - Phase II	Style Guide
13	PA 940 885	The Emperor's New Groove	Motion Picture
14	VA 999 573	Emperor's New Groove	Style Guide
15	VAu 479 682	Kronk	Model Sheet
16	VAu 479 685	Kuzco	Model Sheet
17	VAu 479 683	Kuzco Llama	Model Sheet
18	VAu 479 684	Pacha	Model Sheet
19	VAu 479 681	Yzma	Model Sheet
20	PA 1-250-536	The Incredibles	Motion Picture
21	VA 1-242-351	The Incredibles	Style Guide
22	PA 1-322-908	Cars	Motion Picture
23	VA 1-326-323	Cars – Style Guide	Style Guide
24	VA 1-403-647	Hannah Montana – Branding Guide	Style Guide
25	PA 659-601	Tim Burton's The Nightmare Before Christmas	Motion Picture
26	PA 1-313-530	High School Musical	Motion Picture
27	VA 1-405-082	High School Musical – Branding Guide	Style Guide
28	PA 1-627-575	Hannah Montana the Movie	Motion Picture
29	PA 1-635-067	Up	Motion Picture
30	PA 1-641-991	G-Force	Motion Picture
31	PA 1-606-305	Wall-E	Motion Picture
32	VA 1-663-815	Wall-E – Branding and Supplement Style Guide RSM 2008	Style Guide
33	PA 1-598-561	High School Musical 2	Motion Picture
34	VA 1-651-813	High School Musical 2 – Summer 2008 Style Guide Supplement	Style Guide
35	PA 1-613-593	High School Musical 3: Senior Year	Motion Picture
36	VA 1-655-713	Beverly Hills Chihuahua	One Sheet
37	PA 1-611-956	Beverly Hills Chihuahua	Motion Picture
38	Pau 2-921-728	Little Mermaid III: Ariel's Beginning	Screenplay
39	VA 515-038	Little Mermaid III: Ariel's Beginning	Comic Book
40	PA 1-623-231	Bedtime Stories	Motion Picture
41	PA 1-588-972	Underdog	Motion Picture
42	PA 1-595-126	Enchanted	Motion Picture
43	PA 1-332-118	Meet the Robinsons	Motion Picture
44	VA 1-358-218	Meet the Robinsons—Style Guide	Style Guide
45	PA 1-122-518	Cinderella II : Dreams come true / produced by Walt Disney Television	Motion Picture

1		Animation ; directed by John Kafka	
2	PA 1-612-331	Cinderella III: A Twist in Time	Motion Picture
3	PA 1-611-943	Tinker Bell	Motion Picture
4	PA 1-617-950	Bolt	Motion Picture
5	VA 1-663-828	Bolt – Fall/Winter Style Guide 2008	Style Guide
6	PA 1-688-323	Toy Story 3	Motion Picture
7	VA 1-800-737	Toy Story 3: GC Product Dev – Style Guide – Spring/Summer 2010	Style Guide
8	PA 1-348-114	Handy Manny: no. 1-01	Motion Picture
9	VAu 959-473	Handy Manny Design Pack – Characters	Drawings
10	VA 1-650-599	Handy Manny Repair Shop – Spring/Summer 2008 Product Development Guide	Style Guide
11	PA 1-224-960	Pirates of the Caribbean: The Curse of the Black Pearl	Motion Picture
12	PA 1-322-906	Pirates of the Caribbean: Dead Man's Chest	Motion Picture
13	PA 1-334-112	Pirates of the Caribbean: At World's End	Motion Picture
14	PA 1-737-564	Pirates of the Caribbean: On Stranger Tides	Motion Picture
15	PA 1-742-101	Cars 2	Motion Picture
16	VAu 1-089-554	Cars 2: Professor Z	Visual Material
17	VA 1-781-144	Cars 2: Tokyo City - Mini	Visual Material
18	PA 1-814-870	Wreck-It Ralph	Motion Picture
19	VAu 1-116-667	Wreck-It Ralph: Adorabeezle Winterpop	Model Sheet
20	VAu 1-116-688	Wreck-It Ralph: Duncan	Model Sheet
21	VAu 1-116-686	Wreck-It Ralph: King Candy	Model Sheet
22	VAu 1-116-671	Wreck-It Ralph: Gloyd Orangboar	Model Sheet
23	PA 1-800-721	Brave	Motion Picture
24	VAu 1-093-274	Brave: Angus	Model Sheet
25	VAu 1-089-531	BRAVE: Family – King Fergus, Queen Elinor, Merida & Royal Triplets Harris, Hubert & Hamish	Visual Material
26	VA 1-814-373	Brave: General Art Guide	Visual Material
27	PA 1-713-579	Tron: Legacy	Motion Picture
28	VA 1-753-501	Tron Legacy: Vertical Banner: Olivia	Visual Material
29	VA 1-753-496	Tron Legacy: Vertical Banner: Jeff	Visual Material
30	VA 1-753-498	Tron Legacy: Vertical Banner: Garrett	Visual Material
31	PA 1-811-293	Frankenweenie	Motion Picture
32	VAu 1-082-013	Frankenweenie: Bob	Model Sheet
33	VAu 1-082-015	Frankenweenie: Edgar "E" Gore	Model Sheet
34	VAu 1-075-939	Frankenweenie: Mr. Frankenstein	Model Sheet
35	PA 1-856-767	Planes	Motion Picture
36	PA 1-656-826	Princess and the Frog, The	Motion Picture
37	PA 1-713-851	Tangled	Motion Picture
38	PA 1-871-007	Frozen	Motion Picture
39	PA 1-038-178	Monsters, Inc.	Motion Picture

1	PA 1-848-339	Disney Pixar Monsters University	Motion Picture
2	PA 1-146-502	Finding Nemo	Motion Picture
3	PA 1-354-935	Ratatouille	Motion Picture
4	PA 1-703-137	Tinker Bell and the Great Fairy Rescue	Motion Picture
5	VA 1-800-738	Tinker Bell and the Great Fairy Rescue-Global Creative P Fall 2010	Style Guide
6	VA 1-831-654	Doc McStuffins-Global Creative P-SS13	Style Guide
7	VA 1-770-111	Disney Handy Manny-Tool Team Product Design Portfolio-Preschool	Style Guide
8	VA 1-802-675	Jake and the Neverland Pirates-Global Creative B Preschool FA12 (Disney Jr)	Style Guide
9	VA 1-850-709	Disney Sofia the First-Global Creative P FH13	Style Guide
10	VA 1-766-270	Phineas and Ferb Branding Guide Global Creative Boys FA11	Style Guide
11	VA 1-864-307	Disney The Muppets Character Art & Photography Guide	Style Guide

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EXHIBIT D**DEI'S TRADEMARKS**

Trademark	Mark Drawing Code	Trademark Registration No.	Trademark Registration Date
Mickey Mouse	Typed Drawing	3,115,395	7/11/2006
Mickey Mouse	Standard Character Mark	3,767,849	3/30/2010
Mickey Mouse	Typed Drawing	3,006,349	10/11/2005
Mickey Mouse	Typed Drawing	0,315,056	7/17/1934
Mickey Mouse	Standard Character Mark	3,750,188	2/16/2010
Mickey Mouse	Typed Drawing	1,152,389	4/28/1981
Mickey Mouse Head Device	Design Only	2,781,693	11/11/2003
Minnie Mouse	Typed Drawing	3,102,338	6/06/2006
Minnie Mouse	Standard Character Mark	3,767,850	3/30/2010
Minnie Mouse	Standard Character Mark	3,740,338	1/19/2010
Minnie Mouse	Typed Drawing	3,002,502	9/27/2005
Pluto	Typed Drawing	1,152,383	4/28/1981
Pluto	Design Only	2,707,323	4/15/2003
Goofy	Typed Drawing	1,159,124	6/30/1981
Goofy	Design Only	2,721,608	6/3/2003
Donald Duck	Typed Drawing	1,161,868	7/21/1981
Donald Duck	Typed Drawing	3,150,077	9/26/2006
Daisy Duck	Design Only	2,704,890	4/8/2003
Disney	Typed Drawing	1,162,727	7/28/1981

1	Disney	Typed Drawing	3,490,082	8/19/2008
2	Disney Princess	Standard Character Mark	3,459,442	7/1/2008
3	Walt Disney	Typed Drawing	1,141,312	11/11/1980
4	Walt Disney Signature	Standard Character Mark	3,584,878	3/3/2009
5	Winnie the Pooh	Typed Drawing	3,024,287	12/6/2005
6	Pooh	Typed Drawing	3,395,652	3/11/2008
7	Piglet	Standard Character Mark	4,118,780	3/27/2012
8	Tigger	Design Only	2,860,445	7/6/2004
9	Eeyore	Design Only	3,591,616	3/17/2009
10	Eeyore	Typed Drawing	3,464,628	7/8/2008
11	Eeyore	Standard Character Mark	3,658,573	7/21/2009
12	Walt Disney's Cinderella	Design Plus Words, Letters, and/or Numbers	3,057,988	2/7/2006
13	Walt Disney's Snow White & the Seven Dwarfs	Design Plus Words, Letters, and/or Numbers	2,891,463	10/5/2004
14	Walt Disney's Sleeping Beauty	Design Plus Words, Letters, and/or Numbers	2,895,966	10/19/2004
15	Sleeping Beauty	Standard Character Mark	3,775,134	4/13/2010
16	Peter Pan	Standard Character Mark	3,745,492	2/2/2010
17	Walt Disney's Peter Pan	Design Plus Words, Letters, and/or Numbers	2,895,967	10/19/2004
18	Peter Pan	Standard Character Mark	3,662,111	7/28/2009
19	Tinker Bell	Standard Character Mark	3,648,929	7/20/2006
20	Tinker Bell	Standard Character Mark	3,636,910	6/9/2009
21	Tinker Bell	Design Only	3,624,833	5/19/2009

1	Tink	Typed Drawing	3,734,512	1/5/2010
2	Hannah Montana	Standard Character Mark	3,478,026	7/29/2008
3	Hannah Montana	Standard Character Mark	3,413,555	4/15/2008
4	Hannah Montana	Standard Character Mark	3,473,757	7/22/2008
5	Hannah Montana	Standard Character Mark	3,413,552	4/15/2008
6	Lilo & Stitch	Typed Drawing	2,811,097	2/3/2004
7	Lilo & Stitch	Typed Drawing	2,845,107	5/25/2004
8	Pinocchio	Standard Character Mark	Serial Number 77618061	n/a
9	Pinocchio	Standard Character Mark	Serial Number 77625073	n/a
10	Cars	Design Plus Words, Letters, and/or Numbers	3,358,115	12/18/2007
11	Cars	Design Plus Words, Letters, and/or Numbers	3,178,664	11/28/2006
12	Lightning McQueen	Standard Character Mark	3,370,157	1/15/2008
13	Mater	Standard Character Mark	3,406,600	4/1/2008
14	Rust-Eze	Standard Character Mark	3,294,617	9/18/2007
15	Doc Hudson	Standard Character Mark	3,321,900	10/23/2007
16	Toy Story	Typed Drawing	2,520,404	12/18/2001
17	Toy Story	Standard Character Mark	3,971,114	5/31/2011
18	Ariel	Standard Character Mark	3,814,910	7/6/2010
19	Beauty and the Beast	Typed Drawing	2,961,693	6/14/2005
20	Princess Jasmine	Standard Character Mark	3,998,366	7/19/2011
21	Princess Jasmine	Standard Character Mark	Serial Number 85,182,806	n/a

1	High School Musical	Standard Character Mark	3,506,572	9/23/2008
2	High School Musical	Standard Character Mark	3,433,096	5/20/2008
3	High School Musical	Standard Character Mark	3,420,394	10/24/2006
4	High School Musical	Standard Character Mark	3,469,823	7/15/2008
5	Meet the Robinsons	Standard Character Mark	3,420,082	4/29/2008
6	Meet the Robinsons	Standard Character Mark	3,354,473	12/11/2007
7	Walt Disney Pictures Presents The Wild	Standard Character Mark	3,389,689	2/26/2008
8	Disney Bolt	Standard Character Mark	3,648,251	6/30/2009
9	Disney Bolt	Standard Character Mark	3,604,222	4/7/2009
10	Wall-E	Standard Character Mark	3,686,824	9/22/2009
11	Wall-E	Standard Character Mark	3,528,986	11/4/2008
12	Handy Manny	Standard Character Mark	3,276,261	8/7/2007
13	Handy Manny	Standard Character Mark	3,643,979	6/23/2009
14	Minnie Mouse	Design Only	3,580,907	2/24/2009
15	Mickey Mouse	Design Only	3,580,903	2/24/2009
16	Mickey Mouse Device	Design Only	2,993,058	11/18/2003
17	Princess and the Frog	Standard Character Mark	3,891,449	12/14/2010
18	Princess and the Frog	Standard Character Mark	3,729,994	12/22/2009
19	Tangled	Standard Character Mark	4,106,086	2/28/2012
20	Disney Frozen	Design Plus Words, Letters, and/or Numbers	Serial No. 85928858	Filed: 5/10/2013
21	Doc McStuffins	Design Plus Words, Letters, and/or Numbers	Serial No. 85887190	Filed: 3/26/2013

1	Sofia the First	Standard Character Mark	4,478,451	2/4/2014
2	Sofia the First	Standard Character Mark	4,310,728	3/26/2013
3	Disney Jake and the Never Land Pirates	Design Plus Words, Letters, and/or Numbers	Serial No. 86070387	Filed: 9/20/2013
4	Monsters University	Design Plus Words, Letters, and/or Numbers	4,486,434	2/18/2014
5	Monsters University	Design Plus Words, Letters, and/or Numbers	Serial No. 85275549	Filed: 3/24/2011
6	Phineas and Ferb	Standard Character Mark	3,578,149	2/17/2009
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